FORM D

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION;D

Rule 506

UNIFORM LIMITED OFFERING EXEMPTION

SECTION 4(6) AND/OR

OMB APPROVAL

SEC USE ONLY

3235-0076

OMB NUMBER:

Estimated average burden hours per response.....16.00

Expires:

Vame of Offering (check if this is an amendment and name has changed, and indicate change.) Sale of Series A Convertible Preferred Stock of RPM Communications, Inc.

Filing Under (Check box(es) that apply): Type of Filing: New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

☐ Section 4(6)

RECEIVED

□ ULOE

1. Enter the information requested about the issuer

Name of Issuer (Check if this is an amendment and name has changed, and indicate change.)

☐ Rule 504

RPM Communications, Inc.

Address of Executive Offices 30 Saddle Ridge Road, Sudbury, MA 01776

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code) 781-301-0176

Address of Principal Business Operations (if different from Executive Offices)

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

PROCESSED

Telecommunications services.

Type of Business Organization

 □ corporation □ business trust ☐ limited partnership, already formed ☐ limited partnership, to be formed

□ other (please specify)

Year

0 6 AN **1 9** 200**7** THOMSON

FINANCIAL

Month

2

Actual or Estimated Date of Incorporation or Organization:

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

□ Estimated

Ε

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	dividual)				
John R. Corke					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
30 Saddle Ridge Road, Sudbury,	MA 01776				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner		☑ Director	☐ General and/or
Full Name (Last name first, if inc	lividual)				Managing Partner
Paul Gagne					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		-
30 Saddle Ridge Road, Sudbury,	MA 01776				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				Managing Latiner
Michael Bayer					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
30 Saddle Ridge Road, Sudbury,	MA 01776				
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or
Full Name (Last name first, if inc	lividual)				Managing Partner
Morgenthaler Ventures VIII, L.P.					
Business or Residence Address		er and Street, City, State, 2	(ip Code)		
50 Public Square, Suite 2700, Clo	eveland. OH 44113				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
Full Name (Last name first if inc	Heri decarly				Managing Partner
Full Name (Last name first, if inc	nviduari				
Greg Blonder Business or Residence Address	Olymph	on and Street City, State 3	Vi- Code)		
		er and Street, City, State, 2			
c/o Morgenthaler Ventures VIII,					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
Paul Levine					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
c/o Morgenthaler Ventures VIII,	L.P., 50 Public Squ	are, Suite 2700, Cleveland	, OH 44113		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)	·			<u>-</u>
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				<u> 0</u>
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				<u> </u>
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				.56.
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		

				B. INF	ORMATIC	N ABOU	r offeri	NG				
												No
1. Has the i	issuer sold, o	or does the is	ssuer intend	to sell, to	non accredit	led investor	s in this off	ering?				⊠
			Ans	wer also in	Appendix,	Column 2,	if filing und	der ULOE.				
2. What is	the minimun	n investmen	t that will b	e accepted	from any in	dividual?				*******	\$_N/A	
											Yes I	No
3. Does the	offering per	rmit joint ov	vnership of	a single un	it?	• • • • • • • • • • • • • • • • • • • •			·····			X
remuner person of five (5)	e information ation for so or agent of a persons to be Last name for the control of the control	licitation of broker or d e listed are a	purchasers ealer regist associated p	s in connec ered with the	tion with sa he SEC and	ales of section of with a s	urities in the	e offering. es, list the n	If a perso ame of the	on to be list broker or	sted is an dealer. If	associated more than
run rame (Last name n	nst, n marv	iduarj									
Rusiness or	Residence A	Address (Nu	mber and S	treet City	State Zin C	'ode)						
Dustiless of	Nesidence 7	1001033 (140	moer und o	arcei, City,	oute, zip c	.oac)						
Name of As	sociated Bro	oker or Deal			.							
	•											
States in W	hich Person	Listed Has S	Solicited or	Intends to	Solicit Purc	hasers						
•	"All States"			,							All States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
run Name (Last name fi	iist, ii illaivi	iduai)									
During	Daridana A	Advers (No.		August City	St-4- 7:- C							
Business or	Residence A	Address (Nu	mber and S	treet, City,	State, Zip C	.ode)						
Name of As	sociated Bro	kor or Donl	0.5									
Name of As	sociated Dic	okei oi Dear	Ci									
States in W	hich Person	Listad Has 9	Caliaitad ar	Intende to	Faliait Bura							
	"All States"										🗖 A	all States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	(WI)	[WY]	[PR]
Full Name (Last name fi	irst, if indivi	idual)									
Business or	Residence A	Address (Nu	mber and S	treet, City,	State, Zip C	ode)						
Name of As	sociated Bro	oker or Deal	er									
	hich Person I					hasers					5 411	Ctatas
(Cneck	"All States" [AK]	[AZ]	aividuai Sta [AR]	ites) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]		States [ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[KN]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
(RH	(SC)	(SDI	(TNI)	[TX]	(LIT)	(VT)	[VA]	[WA]	(WV)	(WII	(WY)	(PR)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>0</u>	s <u> </u>
Equity	\$_1,079,617_	\$ <u>1,079,617</u>
□ Common ☑ Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$_0
Partnership Interests	\$_0	\$_ <u>0</u>
Other (Specify)	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>1,079,617</u>	\$ <u>1,079,617</u>
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amoun of Purchases
Accredited Investors	10	\$ <u>1,079,617¹</u>
Non-accredited Investors	N/A	\$ <u>N/A</u>
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
Type of offering	Type of Security	Dollar Amoun Sold
Rule 505	0	\$_0
Regulation A	0	\$_0
Rule 504	0	\$_0
Total	0	\$_0
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		s <u>0</u>
Printing and Engraving Costs	[s <u>0</u>
Legal Fces		\$ <u>50,000</u>
Accounting Fees		s <u> </u>
Engineering Fees		\$ 0
2.18.100.1116	_	
Sales Commissions (specify finders' fees separately)	t	\$ 0
		\$ <u>0</u> \$ <u>0</u>

¹ \$77,335.82 of the Series A Convertible Preferred Stock was purchased by three foreign investors.

- C. OFFERING P	RICE, NUMBER OF INVESTORS, EXPENSES AND USE	UFF	KUCEEDS	
and total expenses furnished in resp	gregate offering price given in response to Part C – Question 1 onse to Part C - Question 4.a. This difference is the er."			\$ <u>1,029,617</u>
used for each of the purposes shown. I estimate and check the box to the left of	sted gross proceeds to the issuer used or proposed to be If the amount for any purpose is not known, furnish an If the estimate. The total of the payments listed must equal or set forth in response to Part C - Question 4.b above.			
the adjusted gross proceeds to the issue	ar sectional in response to 1 art C 4 Question 4.0 above.		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees			\$ <u>*</u>	- \$ <u>0</u>
Purchase of real estate	·		\$_0	5 0
Purchase, rental or leasing and inst		\$ <u>0</u>	5 0	
Construction or leasing of plant bu	ildings and facilities		\$_0	<u> </u>
	cluding the value of securities involved in this nge for the assets or securities of another			
			\$ <u>0</u>	□ \$ <u>0</u>
Repayment of indebtedness			\$_0	□ \$ <u>0</u>
Working Capital			\$ <u>0</u>	■ \$ <u>1,029,617</u>
Other (specify):		0	\$_0	□ \$ <u>0</u>
			\$ <u>0</u>	□ \$ <u>0</u>
Column Totals			\$_0	⊠ \$ <u>1,029,617</u>
Total Payments Listed (column to	tals added)		⊠ \$_	1,029,617*
	D. FEDERAL SIGNATURE			
			<u> </u>	505.1
following signature constitutes an und	be signed by the undersigned duly authorized person. If this no ertaking by the issuer to furnish to the U.S. Securities and Exch by the issuer to any non-accredited investor pursuant to paragra	iange (Commission, up	on written request
Issuer (Print or Type)	Signature		Date	
RPM Communications, Inc.	Moh		01/0	9/07
Name of Signer (Print or Type)	Title of Signer (Print or Type)			7
Michael Bayer	Chief Executive Officer			

*A portion of the "adjusted gross proceeds to the issuer" shall be used for working capital purposes including salaries and fees.

— ATTENTION —

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠
See Appendix Column 5 for state response		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
RPM Communications, Inc.	MOBS	01/09/07
Name of Signer (Print or Type)	Title of Signer (Pript or Type)	
Michael Bayer	Chief Executive Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	APPENDIX										
<u> </u>					ALLENDIA				·		
1	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Common and Series A Convertible Preferred Stock \$1,079,617	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
AL											
AK											
ΑZ											
AR											
СЛ											
СО											
СТ		Ø	X	. 1	\$25,361.49	0	0		\boxtimes		
DE											
DC											
FL											
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НІ							:				
ID				-							
IL											
IN					·						
IA											
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LA				-							
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MA		Ø	Х	2	\$51,108.87	0	0		×		
МІ											
MN		\boxtimes	Х	1	\$25,306.03	0	0		Ø		

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<u></u>		<u> </u>			APPENDIX				
1	•	2	3					5	
	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C Item 1)		amount p	f investor and urchased in State t C-Item 2)		under Sta (if yes explant waiver	ification ate ULOE , attach attion of granted)
State	Yes	No	Common and Series A Convertible Preferred Stock \$1,079,617	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МТ									
NE									
NV									
NH									
NJ									
NM									
NY							ì		
NC									
ND									
ОН		\boxtimes	х	1	\$850,000	0	0		×
ок					-				
OR		×	х	1	\$25,306.03	0	0		⊠
PA									
RI		×	х	1	\$25,199.02	0	0		×
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
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WI									
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